

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

TRINITY WALL STREET, )  
)  
Plaintiff, )  
) C.A. No. 14-405-LPS  
v. )  
)  
WAL-MART STORES, INC., )  
)  
Defendant. )

**PROPOSED FINAL JUDGMENT**

This action, having come before the Court, Honorable Leonard P. Stark, District Judge presiding, the issues having been heard and a decision having been rendered:

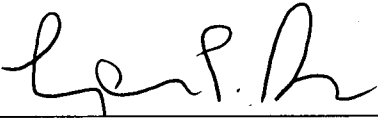
IT IS HEREBY ORDERED AND ADJUDGED this 8<sup>th</sup> day of December, 2014, for the reasons set forth in the Court's Memorandum Opinion ("Opinion") dated November 26, 2014 (D.I. 65), that:

1. Judgment shall be entered in favor of plaintiff Trinity Wall Street ("Trinity") and against Wal-Mart Stores, Inc. ("Wal-Mart") on Count I of the Verified Amended Complaint (D.I. 32). The Court declares that Trinity's proposal "should not have been excluded from Wal-Mart's 2014 proxy materials." (D.I. 65 at 2);
2. Wal-Mart is permanently enjoined from excluding Trinity's proposal from Wal-Mart's 2015 proxy materials, on the grounds addressed in the Court's Opinion, provided Trinity makes a proposal not materially dissimilar from Trinity's 2014 proposal and complies with all other requirements;
3. Judgment shall be entered on Count II of the Verified Amended Complaint (D.I. 32) in favor of Wal-Mart and against Trinity on the grounds that Count II is unripe;

4. The Court retains jurisdiction for purposes of future proceedings, including for purposes of adjudicating any motions for costs and fees;

5. Any motions under Fed. R. Civ. P. 54(d) shall be filed between one and 14 days after entry of a final ruling on any appeal of this Final Judgment or between 31 and 45 days after entry of this Final Judgment if no appeal is taken.

SO ORDERED, this 8<sup>th</sup> day of December, 2014.

  
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The Hon. Leonard P. Stark, Chief Judge